

# Adult Learning Program, Inc.

## Bylaws

### Article I: Name, Purpose, Affiliations, and Program Year

**Section 1.1. Name.** The name by which the Corporation shall be known is Adult Learning Program, Inc. (the "Corporation" or "ALP").

**Section 1.2. Applicable Laws and Purpose.** The Corporation is a nonstock corporation organized and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. seq. (the "Act") and shall have the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are not inconsistent with Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. The purposes of the Corporation, as set forth in the Certificate of Incorporation, shall be to offer member-directed educational programs for older adults. These programs are chosen and designated by members, primarily coordinated by members, and attended by members.

**Section 1.3. Affiliations.** Adult Learning Program, Inc. is affiliated with the University of Connecticut and the Elderhostel Institute Network and any program under or successor to that network, including Road Scholar Network.

**Section 1.4. Program Year.** The Program year starts on July 1 and ends on the following June 30.

### Article II: Membership

**Section 2.1. Members.** The Corporation is a member organization, and individuals committed to the vision and mission may become members by completing a membership application and paying a semi-annual (one semester) or annual (two semesters) membership fee, the amount of which shall be determined by the Board of Directors by resolution from time to time. Membership is available to any adult on a non-discriminatory basis.

**Section 2.2. Classes of Members.** The Corporation shall have one class of members. Any individual person who applies to become a member and pays the stipulated Membership dues is eligible for membership.

**Section 2.3. Qualifications for Voting.** (a) Each Member shall have full rights to participate in voting, including voting at the Annual Meeting for the Board of Directors and voting at any other meeting at which a membership vote may be called.

(b) Pay annual or semi-annual dues on a schedule as determined by the Board of Directors and approved by the Members at the Annual Meeting each year. Only those members whose dues have been paid for the current semester shall be eligible to vote.

**Section 2.4. Member's Rights.** Members have the power to:

- (a) Elect members of the Board of Directors at Annual Meetings;
- (b) Approve the budget;
- (c) Receive brief annual reports from Chairpersons of Standing Committees;
- (d) Amend or adopt new guidelines at a duly called Annual or Special Meeting of Members, if the proposed amendments are included in the call of the meeting;
- (e) Remove from office any member of the Board of Directors for good and sufficient

cause at a regular or Special Meeting.

### **Section 2.5. Meetings of Members.**

**(a) Annual Meeting.** The Annual Meeting of the Corporation shall be held each year during the month of June, or at a date and time to be set by the Board of Directors. At the Annual Meeting, Members eligible to vote shall elect the Board of Directors and the officers for the year. In addition, the Board of Directors shall present an Annual Report to the Members at the Annual Meeting, which shall include the accomplishments of the previous year and the plans for the coming year.

**(b) Membership Meetings.** Before the start of each semester the Board may call a preview meeting where the current dues-paid membership of the Corporation may discuss any business that arises during the previous semester. In addition to the Annual Meeting, the Members may conduct at least two regular meetings that shall include Preview Meetings prior to each semester or term, and each Membership Meeting shall be held at a date and time set by the Board of Directors.

**(c) Special Meetings.** Special Membership meetings may be called by the Co-Chairpersons and shall be called by the Co-Chairpersons upon receipt of a petition to the Co-Chairpersons signed by either at least twenty (20) percent of all voting members, or a majority of the Board of Directors then in office, stating the purpose for which the Special Meeting is requested.

**(d) Notice.** Notice of any meeting shall be given to each Member, by mail or email, no fewer than fourteen (14) nor more than sixty (60) days before any meeting of members, annual, regular or special, including adequate information on any matter proposed to be voted.

**Section 2.6. Quorum.** The quorum for Membership meetings shall be twenty (20) members.

**Section 2.7. Voting.** Each Member shall have one vote and may empower an individual or his or her alternate to vote on his or her behalf at any Membership meeting either in person or by proxy. Decisions on any question shall be made by a majority [fifty-one percent (51%)] vote of those Members present constituting a quorum.

**Section 2.8. Removal of Members.** Any member who fails to pay the appropriate dues will be removed from the membership list, but may be retained on the informational mailing list for three years.

## **Article III: Board of Directors**

**Section 3.1. Board of Directors.** The affairs of the Corporation shall be managed by the Board of Directors, composed of the elected Officers, the Chairpersons of the Standing Committees, the editor of ALP-Horn and the Web Site Manager. The immediate past Co-Chairpersons of the Board shall be ex-officio members for a one-year term, and the University of Connecticut shall have an ex-officio member. Ex officio members shall have no voting rights and shall not count towards a quorum.

**Section 3.2. Number, Election and Term of Office.** There shall be no fewer than three (3) nor more than twenty-five (25) directorships on the Board of Directors, and the number of directorships at any time shall be the number of directors elected at the last annual or quarterly Meeting. The Board of Directors shall be divided into two classes, one class of which shall be elected each year

for a two-year term. The Secretary, and one Co-Chairperson of the Board of Directors, the Standing Committees and the Web Site Manager shall be elected in one class, and the Treasurer, the Editor of the ALP-Horn and other Co-Chairpersons shall be elected in the other class. Each person may be elected for an additional consecutive two-year term in that position. No Officer, Chairperson or ALP-Horn editor shall serve consecutive terms, either full or partial, aggregating more than four years in one position.

**Section 3.3. Vacancies and Removal.** All vacancies resulting from the death, resignation or removal of a member of the Board of Directors shall be filled by the Board of Directors, with the advice of the Membership Committee for the remainder of that person's term. A Director may be removed from office at any time by a two-thirds vote of the Board and a vote of the Membership. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Any Director who is absent from three consecutive meetings without adequate excuse as determined by the Board of Directors, shall be deemed to have resigned.

**Section 3.4. Annual Meetings.** The Annual Meeting of members shall be held near the end of the program year (June) at a location and time to be determined by the Co-Chairpersons. The agenda for this meeting shall include presentation and approval of the minutes of the last membership meeting, reports of the Co-Chairpersons, Treasurer, and Standing Committees, report of the Membership Committee proposing a slate of Officers and Committee Co-Chairs to serve on the Board of Directors for the coming year, election of Officers and Committee Co-Chairs as Board of Directors members, adoption of the budget and such other business as may properly come before the meeting.

**Section 3.5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly and at other times as called by the Board of Directors Co-Chairpersons. Directors shall receive at least fourteen (14) days written notice of any directors' meeting, annual or special, including adequate information on any matter proposed to be voted.

**Section 3.6. Special Meetings.** A Special meeting of directors may be called by the Co-Chairpersons and shall be called by the Co-Chairpersons upon receipt of a petition to the Co-Chairpersons signed by at least twenty (20) percent of the Board of Directors then in office, stating the purpose for which the Special Meeting is requested.

**Section 3.7. Quorum and Voting Requirements.** A quorum shall consist of at least one-third of the Board of Directors membership present immediately before the meeting begins. The affirmative vote of a majority of directors present at a meeting shall be required for every action by the Board unless a greater proportion of directors' votes are required by the Certificate of Incorporation, these Bylaws or by Chapter 602 of the Act.

**Section 3.8. Voting.** At all meetings of the Board, each Director is entitled to have one (1) vote. Proxy voting by Directors is not permitted.

**Section 3.9. Unanimous Consent.** In lieu of any regular or special meeting and vote of the Directors, the unanimous written consent of all Directors may be executed with respect to any action taken or to be taken by the Directors, and said consent shall have the same force and effect as a unanimous vote of the Directors at a duly called or held meeting.

**Section 3.10. Powers.** The directors shall manage the property and business of the Corporation. The directors may do anything that is not prohibited by law, the Certificate of Incorporation or these Bylaws.

**Section 3.11. Indemnification and Reimbursement.** The Corporation shall be bound by and comply with the provisions of Sections 33-1116 through 1124 of the C.G.S. regarding indemnification of directors, officers and agents of the Corporation.

**Section 3.12. Participation in Meetings by Telephone.** In the event that a member of the board cannot attend a meeting in person, he or she may participate in the meeting by telephone, as long as the member requested such telephonic participation of the Co-Chairpersons in advance of the meeting, as long as everyone at the meeting can hear every other person participating in the meeting, and if so, such participation by telephone shall constitute attendance at the meeting by such director.

#### **Article IV. Officers**

**Section 4.1. Title and Duties.** The officers of the Corporation shall be the Board of Directors Co-Chairpersons, Vice-Chairpersons for Curriculum, Secretary and Treasurer, or other officers whenever they determine that these other officers are desirable. The duties of each officer shall be the duties prescribed by these Bylaws and those prescribed by the Board. Officers shall serve without compensation.

**Section 4.2. Co-Chairpersons.** The Co-Chairpersons shall share responsibility for presiding at all Board of Directors and member meetings, and shall perform such other duties as may be required of them by the Board of Directors. They shall be ex-officio members of all committees.

**Section 4.3. Vice-Chairpersons for Curriculum.** The Vice-Chairpersons for Curriculum shall chair the Curriculum Committee, shall advise the Board of Directors on the academic direction and concerns of the Corporation, and in the absence of the Co-Chairpersons, shall perform their duties and such other duties as may be required of them by the Co-Chairpersons.

**Section 4.4. Treasurer.** The Treasurer shall be the financial officer of the Corporation, shall report on the financial affairs of the Corporation at Board of Directors meetings, prepare the annual budget for the Board of Directors and membership approval, and shall perform such other duties as may be requested of him/her by the Co-Chairpersons. The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation, shall keep the fiscal accounts and general ledger of the Corporation, including an account of all moneys received or paid out and shall make monthly reports to the Board on the financial condition of the Corporation. The Treasurer shall prepare or have prepared a balance sheet and statement of income showing the financial condition of the Corporation on an annual basis. The financial statements shall be presented to the Board at the Annual Meeting and shall be deposited at the principal office of the Corporation and kept there for at least ten years. Upon request of the Board, the Treasurer will provide these statements to an outside auditor for verification before presentment. The Treasurer may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. The Treasurer shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.

**Section 4.5. Secretary.** The Secretary shall keep the minutes of the Board of Directors and member meetings, shall sign the approved minutes, and perform such other duties as may be requested by the Co-Chairpersons.

**Section 4.6. Term of Office.** Each officer shall serve for a term of two years and thereafter until his or her successor is elected and qualified. The Board may remove any officer by a two-thirds vote at any time. The Board shall fill vacancies among officers.

#### **Article V. Standing Committees**

**Section 5.1. Committees.** Pursuant to Section 33-1101 of the Act, the Board may form an Executive Committee or any other committee, and may appoint two (2) or more directors or other persons to serve on these committees. The Board shall, by resolution, define the powers to be held by each committee, which shall not include taking any action other than recommendations to the Board for their action, and each committee may exercise those, and only those, powers. Each committee shall keep minutes of its proceedings and shall report them to the Board. Initially, the Standing Committees of the Board may include a Curriculum Committee, a Membership Committee, and a Communications Committee. The Board may create a Finance Committee made up of individuals selected by the Treasurer to assist in monitoring the Corporation's finances and to recommend, adopt and implement all elements of a Fiscal Policy to address the prudent management of the Corporation's revenues, expenses and assets.

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**Section 5.2. Election of Committee Chairpersons.** The Membership Committee shall present names of chosen individuals for potential chairperson positions to the Board of Directors as part of their nominating process and part of the annual slate. The Board of Directors shall vote to recommend the named individuals selected by the Membership Committee to the members of the Corporation for election at the Annual Meeting.

**Section 5.3. Duties.** Chairpersons of Standing Committees are members of the Board of Directors and shall present regular reports to the Board of Directors and at the Annual Meeting.

**Section 5.4. Curriculum Committee.** The Vice-Chairpersons of the Curriculum Committee shall be responsible for academic programs, beginning with Spring term following their election and ending with the planning of the Fall term following completion of their term in office. The duties of the committee shall be to solicit and evaluate course ideas as well as organize, schedule and coordinate the presentation of all classes each semester.

**Section 5.5. Communications Committee.** The committee has three primary functions Publicity, Newsletter, and Website, each of which has its own co-chairperson. The Publicity Co-Chair shall be responsible for coordinating all publicity, including print media advertising, informational material distribution and speaking engagements, promoting the Corporation's program, and soliciting new members. The Newsletter Co-Chair shall be responsible for coordinating the tri-annual publication of the Corporation's newsletter, the ALP Horn, to ensure all members are aware of upcoming events and each semester's curriculum from which members can make selections and register for the coming semester. The Website Co-Chair shall be responsible for maintaining the Corporation's website (alp.uconn.edu) to enable all members to access current program-related information, including a copy of the latest class syllabi and schedule from which members can make selections, register, and develop their own personal schedule for future reference. The ALP-

Horn Editor and the Web Site Manager will be members of the Communications Committee.

**Section 5.6. Membership Committee.** The duties of the committee shall be to welcome and integrate new members into the Corporation, coordinate the registration process and membership meetings, solicit volunteerism, acquire speakers for the Fall and Spring Preview Meetings as well as the Annual Meeting, and organize the ALP Autumn Social event. The Membership Committee shall also serve as the nominating committee. Each year the committee shall prepare a slate of recommended individuals to be nominated for officer and co-chair positions on the current Board. The committee shall present this slate to the Board of Directors no less than two months before the Annual Meeting.

**Section 5.7. Election of Committee Members.** Members of the Committees shall be selected from the membership by the Chairpersons of each Committee.

**Section 5.8. Vacancies.** The Board, with the advice of the Membership Committee, shall fill any vacancy in Committee Chairpersons.

**Section 5.9. Ad Hoc Committees.** The Board of Directors Co-Chairpersons, with the approval of the Board of Directors, may establish ad hoc committees, appoint their chairpersons and define their duties. Ad hoc and Standing Committees remain in existence as long as the Co-Chairpersons and Board of Directors determine that they are needed.

**Section 5.10. Members-at-Large.** Two Members-at-large may be elected to the Board of Directors at the discretion of the Board of Directors. They shall have no specific responsibilities but will be expected to contribute ideas and suggestions at Board of Directors meetings. They may be asked to serve on ad hoc committees, and assume other duties.

**Section 5.11. Publications.** The editor of the ALP-Horn shall be responsible for preparing three issues each year for publication at optimum times to inform the membership about Fall and Spring programs, and the Annual Meeting.

#### **Article VI. Coordinator.**

**Section 6.1. Title and Duties.** The Corporation may engage a Coordinator to be responsible for conducting the Corporation's business as determined by the Board of Directors. The Coordinator may serve as the Corporation's liaison with the University of Connecticut. The Coordinator shall be selected by the Board of Directors of the Corporation.

#### **Article VII. Distribution of Assets.**

**Section 7.1. Generally.** None of the income or assets of the Corporation shall ever be distributed to its officers or directors: provided, however, that the Corporation may reasonably compensate any of the officers and directors for services performed for the Corporation.

**Section 7.2. Dissolution.** If the Corporation is dissolved, any assets remaining after payment of all its liabilities and obligations shall be distributed to nonprofit organization(s) exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in such proportions and amounts as the Board shall determine.

#### **Article VIII. Conflicts of Interest**

**Section 8.1. Conflicts of Interest.** The Corporation shall adopt procedures to assure that any conflicting interest transactions, as that term is defined in Section 33-1127 of the C.G.S., or any excess benefit transaction, as that term is defined in Section 4958 of the Internal Revenue Code, involving a disqualified person, including directors and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by both directors and, where appropriate, members of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S.

**Section 8.2. Policies.** The board shall adopt a conflict of interest policy, and review it at least annually, to assure that all actions taken by the Board of Directors comply with the relevant state and federal statutes.

#### **Article IX. Amendments**

**Section 9.1. Bylaws.** These Bylaws may be amended at any time as provided in the Certificate of Incorporation, as set forth below, however, no change may be made in these Bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As permitted by Section 33-1150 of the C.G.S., no amendment to the Bylaws shall be adopted unless that amendment is adopted in accordance with the following procedure:

- (a) Written notice of the meeting of the Board of Directors at which such amendment shall be considered, including the text of the proposed amendment shall be delivered to all directors no fewer than fourteen (14) nor more than sixty (60) days before the Directors' meeting;
- (b) At least a two-thirds majority of the directors present at a duly called meeting of the Board of Directors at which a quorum is present shall vote in favor of such amendment; and
- (c) At least two-thirds of the Members present at a duly called meeting of the Members at which a quorum is present shall vote in favor of such amendment.

**Section 9.2. Record of Changes.** Whenever these Bylaws are amended or repealed, that action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating those changes.

**Section 9.3. Inconsistencies with the Certificate of Incorporation.** If any provisions of these Bylaws are found to be inconsistent with any of the provisions of the Certificate of Incorporation, as presently existing or as amended, the Certificate of Incorporation shall be the controlling authority.

#### **Article X. Fiscal Year**

**Section 10.1. Fiscal Year.** For any year, the Fiscal year of the Corporation shall end on June 30.

**Adopted** as the bylaws of the Corporation March 27, 2014.